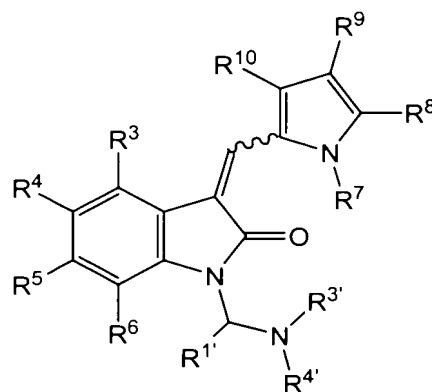


This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

Claim 1. (Currently amended) A compound of the Formula (I):



(I)

wherein:

$R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  are independently selected from the group consisting of hydrogen, alkyl, trihaloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heteroalicyclic, hydroxy, alkoxy, aryloxy, mercapto, alkylthio, arylthio, sulfinyl, sulfonyl, S-sulfonamido, N-sulfonamido, trihalomethane-sulfonamido, carbonyl, C-carboxy, O-carboxy, C-amido, N-amido, cyano, nitro, halo, O-carbamyl, N-carbamyl, O-thiocarbamyl, N-thiocarbamyl, amino and  $-NR^{11}R^{12}$  where  $R^{11}$  and  $R^{12}$  are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, carbonyl, acetyl, sulfonyl, and trifluoromethanesulfonyl, or  $R^{11}$  and  $R^{12}$ , together with the nitrogen atom to which they are attached, combine to form a five- or six-member heteroalicyclic ring provided that at least two of  $R^3$ ,  $R^4$ ,  $R^5$  and  $R^6$  are hydrogen; or

$R^3$  and  $R^4$ ,  $R^4$  and  $R^5$ , or  $R^5$  and  $R^6$  may combine to form a six-membered aryl ring, a methylenedioxy group or an ethylenedioxy group;

$R^7$  is selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heteroalicyclic, hydroxy, alkoxy, aryloxy, carbonyl, acetyl, C-amido, C-thioamido, amidino, C-carboxy, O-carboxy, sulfonyl and trihalomethane-sulfonyl;

$R^8$ ,  $R^9$  and  $R^{10}$  are independently selected from the group consisting of hydrogen, alkyl, trihaloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heteroalicyclic, hydroxy,

alkoxy, aryloxy, mercapto, alkylthio, arylthio, sulfinyl, sulfonyl, S-sulfonamido, N-sulfonamido, carbonyl, C-carboxy, O-carboxy, cyano, nitro, halo, O-carbamyl, N-carbamyl, O-thiocarbamyl, N-thiocarbamyl, C-amido, N-amido, amino and  $-NR^{11}R^{12}$ , wherein  $R^{11}$  and  $R^{12}$  are as defined above;

$R^{1'}$  is hydrogen or alkyl; and

$R^{3'}$  and  $R^{4'}$  form an unsubstituted heteroalicyclic ring provided that the heteroalicyclic ring is not piperidin-1-yl or morpholin-4-yl pyrrolidin-1-yl ring; or  
a pharmaceutically acceptable salt thereof.

Claims 2 – 5 (Cancelled).

Claim 6. (Original) The compound of any one of Claims 2, 3, 4, or 5 wherein  $R^{1'}$  and  $R^7$  are hydrogen.

Claim 7. (Currently amended) The compound of Claim 1, wherein  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ , and  $R^9$  are hydrogen, and  $R^8$  and  $R^{10}$  are unsubstituted lower alkyl; and  $R^{3'}$  and  $R^{4'}$  combine to form a heteroalicyclic ring.

Claim 8. (Original) The compound of Claim 7, wherein  $R^8$  and  $R^{10}$  are methyl and  $R^{1'}$  is hydrogen.

Claim 9 (Cancelled).

Claim 10. (Original) The compound of Claim 1, wherein  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ , and  $R^7$  are hydrogen and  $R^8$  and  $R^{10}$  are unsubstituted lower alkyl.

Claim 11. (Original) The compound of Claim 10, wherein  $R^9$  is C-amido or lower alkyl substituted with carboxy and  $R^{1'}$  and  $R^7$  are hydrogen.

Claim 12. (Currently amended) The compound of Claim 11, wherein  $R^8$  and  $R^{10}$  are methyl and  $R^{3'}$  and  $R^{4'}$  combine to form a heteroalicyclic ring.

Claim 13. (Cancelled).

Claims 14 – 19 (Cancelled).

Claim 20. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier or excipient and a compound of Claim 1.

Claim 21 (cancelled).

Claim 22. (Original) The pharmaceutical composition of Claim 20, wherein said composition is administered parenterally.

Claims 23-36 (cancelled).